

TAB D

Series D Convertible Preferred Stock

PD-17 : Cert #

101,533 : Stock

12/21/00

\$100,000.00 investment

SEE REVERSE SIDE FOR RESTRICTIONS ON TRANSFER

CERTIFICATE

To - 101,533 - *Shares*

Issued to

Valhalla Venture Fund

Dated December 21, 2000

FROM WHOM TRANSFERRED

ORIGINAL CERTIFICATE	NO. ORIGINAL SHARES	NEW SHARES TRANSFERRED

Received Certificate No. - PD-17 -

To - 101,533 - *Shares*

This 21st *day of* December 2000

This Certificate - Valhalla Venture Fund - *is the*

registered holding of - One Hundred Fifty Thousand Five Hundred Thirty Three (101,533) - *Shares*

Salary.com, Inc.

transferable only on the books of the Corporation by the holder or his or her

person, or by the attorney or a duly authorized officer of the Corporation, and

In Witness Whereof, the said Corporation has caused this Certificate to be signed

by its duly authorized officers and its Corporation Seal to be hereunto placed

this 21st *day of* December 2000

James P. McHugh

Secretary